

Ref: AGIL/CS/NSE&BSE/19/2020-21

Date: 04.07.2020

To
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

NSE Symbol: ALPHAGEO

To
The General Manager
Department of Corporate Services
BSE Limited
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai- 400 001

BSE Scrip Code: 526397

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019

In terms of the above referred SEBI Circular, we are herewith submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries and Secretarial Auditors of the Company.

We request you to take the above on record.

Thanking You,

For **Alphageo (India) Limited**

Sd/-

Deepa Dutta

Company Secretary & Compliance Officer

**SECRETARIAL COMPLIANCE REPORT OF
ALPHAGEO (INDIA) LIMITED
FOR THE YEAR ENDED 31.03.2020**

We, D. Hanumanta Raju & Co, Company Secretaries, having our office at B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad – 500 057 have examined

- a) all the documents and records made available to us via e-mail due to Covid-19 pandemic and explanations, information and clarifications provided by **ALPHAGEO (INDIA) LIMITED**, (“The Listed Entity”),
- b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- c) website of the Listed Entity,
- d) declaration received from the listed entity on Annual Compliance for the Year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:
 1. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 2. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; As there was no buyback of securities by the company during the review period, these regulations are not applicable for the review period;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; As there was no issue of Debt Securities by the company during the review period, these regulations are not applicable for the review period;



- g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; As there was no issue of Non Convertible and Redeemable Preference Shares by the company during the review period, these regulations are not applicable for the review period;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Composition of Board of Directors with respect to Independent Directors as specified under Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Company has not appointed sufficient number of Independent Directors.	The Listed Entity should have at least half of the Board as Independent Directors if the Chairman is an Executive Director. However, the Listed Entity does not have adequate number of Independent Directors on its Board for the quarter ended 30.09.2019 & 31.12.2019.



2.	The board of directors of top 1000 listed entities shall comprise of not less than six directors as specified under Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Company has not appointed sufficient number of Directors.	Company being in top 1000 Listed Entities w.e.f. 1 April, 2019 the Board shall comprise of Directors not less than six in number. However due to resignation of Mr. Mohana Krishna Reddy & Mr, Ashwinder Bhel on 31.07.2019 and 01.08.2019 respectively, the number of directors on the Board were less than six till 06.02.2020
3.	The audit committee shall have minimum three directors as members as specified under Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Company has not appointed Sufficient number of members on the Committee	The Audit Committee Shall Comprise of minimum Three Directors and at least Two-thirds of the members of audit committee shall be independent directors. However, due to the resignation of 2 (Two) Independent Directors there were only (2) Two Directors as members of the Committee during the quarter ended 30.09.2019.
4.	The Nomination and Remuneration committee shall have at least fifty percent of the directors shall be independent directors as specified under Regulation 19(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Company has not appointed Sufficient number of Independent Director as members on the Committee	Nomination and Remuneration Committee had only 1 (one) Independent Director as a member of the Committee for the quarter ended 30.09.2019



- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Company by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Regulation 17(1) – Non Compliance with the requirements pertaining to the composition of the Board of Directors.	Fine of Rs. 3,65,800/- including GST imposed on the company for the quarter ended 31.12.2019	Company had replied to National Stock Exchange of India Limited (NSE) on 06.02.2020 that the Company has proposed the appointment of an Independent Director and the same shall be placed before the Board Directors for its consideration and approval in its ensuing meeting scheduled on 07.02.2020 and as such appointed one independent director on the Board and also made payment of fine of Rs.3,65,800/- on 05.02.2020 which was levied by NSE.

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable for the period under review.**

Place: Hyderabad
Date: 29.06.2020

For D.HANUMANTA RAJU & CO
COMPANY SECRETARIES



Su. Razia

CS SHAIK RAZIA
PARTNER

FCS: 7122, CP NO: 7824
UDIN: F007122B000394828